

Cytos Biotechnology Ltd ("Cytos")

Minutes of the Extraordinary General Meeting of Shareholders

Date/Time: 30 December 2013, 11:00 a.m. Swiss time

Place: Seat of the Company: Wagistrasse 25, 8952 Schlieren

I Welcoming of Attendees

Dr. Christian Itin, Chairman of the Board of Directors, opens the Extraordinary General Meeting of Shareholders at 11:00 a.m. local time and welcomes the attending shareholders on behalf of the Board of Directors and of Management.

II Constitution

Dr. Christian Itin takes the chair of today's meeting and states that it was convened validly in accordance with the required deadline for the invitation and with publication of the complete agenda.

The Chairman inquires in English if one of the shareholders wishes a summary English translation and notes that this does not seem to be the case.

The Chairman appoints Dr. Matthias Staehelin of VISCHER Ltd as minute taker and vote counter for today's meeting. Mr. Harry Welten, Executive Vice President and Chief Financial Officer of Cytos Biotechnology Ltd, acts as member of the Company's corporate body in the sense of art. 689c Swiss Code of Obligations. Mr. Andreas G. Keller, Attorney at Law, of the lawyers' office Keller, Zürich, acts as independent proxy in the sense of art. 689c Swiss Code of Obligations. Mr. Beat Saner of the notaries' office of the city of Schlieren, acts as notary.

The Chairman states that for agenda items 1 and 4 a simple majority of the votes cast is sufficient whereas agenda items 2 and 3 require both a qualified majority of a minimum of two thirds of the shares represented and the absolute majority of shares represented.

The Chairman explains that at today's meeting the voting will be carried out – as foreseen in the Articles of Association – openly by a show of hands, counting the majority of hands. In the case that the show of hands brings a clear result, the number of hands does not need to be counted and only in the case of unclear or narrow results NO votes and abstentions have to be counted. In this latter case the YES votes will be identified by deducting the NO votes and the abstentions from the total number of shares represented.

The Chairman states that the shareholders voting NO may insist on the recording of their name in the minutes and asks them to address any such requests to the vote counter.

The Chairman further states that the General Meeting of Shareholders can resolve to carry out a ballot in written form and that as chairman he can require to repeat a ballot or an election in written form in the case of unclear results.

M. Itin

The Chairman states that today's General Meeting of Shareholders is validly constituted and that the quorum to take decisions is met. He declares the Meeting opened.

No objections are raised against this.

Before proceeding with the agenda, the Chairman gives a short overview of the current state of affairs of the Company and over the reasons for the capital increase. He reports that Cytos has completed 2013 successfully. The phase 2b study in patients with allergic asthma is completely recruited and the main data of the study is expected for April 2014. At the previous general assembly of shareholders of 4 November 2013 new ordinary capital was created for a rights' offering and the authorized and conditional capital was increased accordingly. Thereafter the Company conducted a rights' offering combined with a PIPE.

The Chairman further states that Cytos is pleased that Amgen, one of the current shareholders, increased its commitment. All in all the Company received CHF 24.3 million in the frame of the financing. In addition to the shares issued at the ordinary capital increase additional shares out of authorized capital have been issued in this financing to meet the demand exceeding the expectations. Following the financing around 30.5 million shares are outstanding. At today's General Meeting of Shareholders the Board of Directors asks the shareholders to re-increase the authorized and the conditional share capital to the maximum possible amount of 50% of the outstanding share capital each.

The Board of Directors further wishes to enlarge the Company's Board of Directors by an additional member with expertise in the field of development of asthma therapeutics and, after reassessment of the facts, to replace resolution no. 2 taken by the General Meeting of Shareholder on 28 June 2013 to retain the free reserves.

III Presence

The Chairman then states today's presence based on the entry check:

The entire share capital of the Company amounts to CHF 3,052,527.60, divided into 30,525,276 registered shares with a nominal value of CHF 0.10 each.

At today's meeting:

29	shareholders are present
15,609,347	registered shares at CHF 0.10 are represented in total
4,841,798	registered shares are represented by a member of the corporate body
10,583,659	registered shares are represented by the independent proxy
0	registered shares are represented by proxy holders of deposited shares.

Agenda points number 1 and 4 are approved if there are more YES than NO votes. If all shareholders vote either YES or NO then the simple majority amounts to 7,804,674 votes.

In accordance with art. 704 para 1 cipher 4 Swiss Code of Obligations both a qualified majority of a minimum of two thirds of the shares represented and the absolute majority of shares represented are required for the change in the Articles of Association in agenda items 2 and 3; this corresponds to 10,406,232 votes.

IV Agenda Item 1: Election to the Board of Directors

The Board of Directors proposes to the shareholders to elect Dr. Yamo Deniz, Swedish and US-American citizen, residing in Upper Saddle River, New Jersey, USA, new member of the Board of Directors for a term of office ending at the next ordinary general meeting of shareholders. Dr. Yamo Deniz is Chief Medical Officer and Global Head of the Departments Medical and Pharmacovigilance at GE Healthcare Lifesciences at present. A short cv was included in the invitation to today's meeting.

The Chairman asks if there are questions to the Board of Directors or if somebody wishes to speak in connection with this agenda item.

One shareholder wishes more information of the activities of the Company. Matthias Staehelin explains that general business questions are not on the agenda of this extraordinary general meeting. The Chairman indicates that he will answer business related questions from shareholders at the end of the meeting.

The Chairman then proceeds to the voting on agenda item 1.

Matthias Staehelin reports that the shareholders have elected Dr. Yamo Deniz to the Board of Directors for a term of office ending at the next ordinary general meeting of shareholders with a clear majority of votes cast.

One of the shareholders asks if Dr. Yamo Deniz is present at the meeting. The Chairman states that Dr. Deniz has excused himself.

V Agenda Item 2: Increase of Authorized Share Capital

The Board of Directors proposes to increase the authorized share capital by 2,715,946 registered shares and to amend article 4g of the articles of association as laid out in the invitation to today's meeting. The complete proposal is included in the invitation to today's meeting.

The Chairman asks if there are questions for the Board of Directors or if somebody wishes to speak in connection with this agenda item. He notes that this does not seem to be the case and proceeds to the voting on agenda item 2.

Matthias Staehelin reports that the shareholders have approved the proposed authorized capital increase and the change article 4g of the articles of association with a clear majority of votes cast and with a quorum of two thirds of the votes represented and thus also by the absolute majority of the votes represented.

M. U

VI Agenda Item 3: Increase of the Conditional Share Capital

The Board of Directors proposes to the shareholders to increase the conditional capital for financing purposes by 905,315 registered shares and to amend article 4h of the articles of association as laid out in the invitation to today's meeting. The complete proposal is included in the invitation to today's meeting.

The Chairman asks if there are questions for the Board of Directors or if somebody wishes to speak in connection with this agenda item. He notes that this does not seem to be the case and proceeds to the voting on agenda item 3.

Matthias Staehelin reports that the shareholders have approved the proposed conditional capital increase and the change article 4h of the articles of association with a clear majority of votes cast and with a quorum of two thirds of the votes represented and thus also by the absolute majority of the votes represented.

VII Agenda Item 4: Change of Resolution No. 2 of the General Meeting of Shareholders held on 28 June 2013 (Compensation of Loss)

The Board of Directors proposes to the shareholders to replace the resolution no. 2 of the General Meeting of Shareholders held on 28 June 2013 (Compensation of Loss) by the following wording (as included in the invitation to today's meeting):

"2. Compensation of Loss

The Board of Directors proposes to carry forward the net loss of the year 2012 in the amount of CHF 15,652,593.58 and to transfer the free reserves existing on December 31, 2012 in the amount of 205,270,848.21 as well as the share premium of CHF 25,825,638.69 (a total of CHF 231,096,486.90) to the legal reserve from capital contribution." The complete proposal is included in the invitation to today's meeting.

The Chairman asks if there are questions for the Board of Directors or if somebody wishes to speak in connection with this agenda item. He notes that this does not seem to be the case and proceeds to the voting on agenda item 4.

Matthias Staehelin reports that the shareholders have resolved with a clear majority of votes cast to replace the resolution no. 2 of the General Meeting of Shareholders held on 28 June 2013 (Compensation of Loss) by the following wording (as included in the invitation to today's meeting):

"2. Compensation of Loss

The Board of Directors proposes to carry forward the net loss of the year 2012 in the amount of CHF 15,652,593.58 and to transfer the free reserves existing on December 31, 2012 in the amount of 205,270,848.21 as well as the share premium of CHF 25,825,638.69 (a total of CHF 231,096,486.90) to the legal reserve from capital contribution."

M. U

VIII Agenda Item 5: Miscellaneous

One Shareholder explains that he is not satisfied with the current share price. He inquires if the Company really only has one product candidate and how the shareholder base is composed after the capital increase. The Chairman answers that the Company is focusing on CYT003 as a potential new treatment for asthma. For other substances the collaboration with Novartis and Pfizer is ongoing whereby Cytos is not actively involved. Additional programs are going on with Singapore and the US government (malaria). The key shareholder base has hardly changed after the capital increase. Upon an additional question the Chairman answers that the current asthma trial with 360 patients takes place in the US and in Germany, as well as in Middle and Eastern Europe.

As there are no more agenda points and none of the attendees wishes to speak, the Chairman closes the meeting at 11:25 a.m. Swiss time.

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Christian Itin
Chairman and chair



Matthias Staehelin
minutes